

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)
HORNBLOWER HOLDINGS LLC,	) Chapter 11
	)
	) Case No. 24-90061 (MI)
	)
	)
Debtor.	)
	)
	)
<u>Tax I.D. No. 61-2116035</u>	)
	)
	)
In re:	) Chapter 11
	)
ALCATRAZ CRUISES, LLC,	) Case No. 24-90062 (MI)
	)
	)
	)
Debtor.	)
	)
	)
<u>Tax I.D. No. 20-3965680</u>	)
	)
	)
In re:	) Chapter 11
	)
ALCATRAZ FLEET, LLC,	) Case No. 24-90063 (MI)
	)
	)
Debtor.	)
	)
	)
<u>Tax I.D. No. 74-3257611</u>	)
	)
	)
In re:	) Chapter 11
	)
ALCATRAZ FREEDOM, LLC,	) Case No. 24-90066 (MI)
	)
	)
Debtor.	)
	)
	)
<u>Tax I.D. No. 84-2908160</u>	)

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In re: )  
ALCATRAZ ISLAND SERVICES, LLC, ) Chapter 11  
Debtor. )  
Tax I.D. No. 16-1773774 )  
In re: )  
AMERICAN COUNTESS, LLC, ) Case No. 24-90080 (MI)  
Debtor. )  
Tax I.D. No. 81-3707563 )  
In re: ) Chapter 11  
AMERICAN DUCHESS, LLC, ) Case No. 24-90082 (MI)  
Debtor. )  
Tax I.D. No. 81-3497775 )  
In re: ) Chapter 11  
AMERICAN QUEEN HOLDCO, LLC, ) Case No. 24-90086 (MI)  
Debtor. )  
Tax I.D. No. 38-4077314 )  
In re: ) Chapter 11  
AMERICAN QUEEN HOLDINGS, LLC, ) Case No. 24-90095 (MI)  
Debtor. )  
Tax I.D. No. 81-4605272 )

In re:	)	)
AMERICAN QUEEN STEAMBOAT OPERATING	)	Chapter 11
COMPANY, LLC,	)	)
Debtor.	)	)
<u>Tax I.D. No. 35-2410122</u>	)	)
)	)	)
In re:	)	Chapter 11
AMERICAN QUEEN SUB, LLC,	)	)
Debtor.	)	)
<u>Tax I.D. No. 38-4077314</u>	)	)
)	)	)
In re:	)	Chapter 11
ANCHOR MEXICO HOLDINGS, LLC,	)	)
Debtor.	)	)
<u>Tax I.D. No. 88-3590412</u>	)	)
)	)	)
In re:	)	Chapter 11
ANCHOR OPERATING SYSTEM, LLC,	)	)
Debtor.	)	)
<u>Tax I.D. No. 86-2254555</u>	)	)
)	)	)
In re:	)	Chapter 11
ASG ADVISORS, LLC,	)	)
Debtor.	)	)
<u>Tax I.D. No. N/A</u>	)	)

In re: )  
BABARUSA, LLC, ) Chapter 11  
Debtor. )  
Tax I.D. No. N/A )  
In re: ) Chapter 11  
BAY STATE, LLC, ) Case No. 24-90126 (MI)  
Debtor. )  
Tax I.D. No. 83-0508085 )  
In re: ) Chapter 11  
BOOTH PRIMARY, LLC, ) Case No. 24-90132 (MI)  
Debtor. )  
Tax I.D. No. N/A )  
In re: ) Chapter 11  
BOSTON HARBOR CRUISES, LLC, ) Case No. 24-90137 (MI)  
Debtor. )  
Tax I.D. No. 84-2528566 )  
In re: ) Chapter 11  
CHOI ADVISORY, LLC, ) Case No. 24-90138 (MI)  
Debtor. )  
Tax I.D. No. N/A )

In re:	)	) Chapter 11
CITY CRUISES CAFE, LLC,	)	) Case No. 24-90064 (MI)
Debtor.	)	)
<u>Tax I.D. No. 87-3416472</u>	)	)
)	)	) Chapter 11
In re:	)	) Case No. 24-90072 (MI)
CITY CRUISES LTD.,	)	)
Debtor.	)	)
<u>Tax I.D. No. 888886772</u>	)	)
)	)	) Chapter 11
In re:	)	) Case No. 24-90081 (MI)
CITY FERRY TRANSPORTATION SERVICES, LLC	)	)
Debtor.	)	)
<u>Tax I.D. No. 66-0999698</u>	)	)
)	)	) Chapter 11
In re:	)	) Case No. 24-90085 (MI)
COLUGO LINER, LLC,	)	)
Debtor.	)	)
<u>Tax I.D. No. N/A</u>	)	)
)	)	) Chapter 11
In re:	)	) Case No. 24-90089 (MI)
CRUISING EXCURSIONS LTD.,	)	)
Debtor.	)	)
<u>Tax I.D. No. 888886773</u>	)	)

In re:	)
CRUISING EXCURSIONS TRANSPORT LTD.,	) Chapter 11
Debtor.	) Case No. 24-90094 (MI)
Tax I.D. No. 888886774	)
In re:	)
EON PARTNERS, LLC,	) Chapter 11
Debtor.	) Case No. 24-90099 (MI)
Tax I.D. No. 80-0870280	)
In re:	)
FALLS MER, LLC,	) Chapter 11
Debtor.	) Case No. 24-90105 (MI)
Tax I.D. No. N/A	)
In re:	)
FERRYBOAT SANTA ROSA, LLC,	) Chapter 11
Debtor.	) Case No. 24-90109 (MI)
Tax I.D. No. 90-0839571	)
In re:	)
GHARIAN HOLDINGS, LLC,	) Chapter 11
Debtor.	) Case No. 24-90112 (MI)
Tax I.D. No. N/A	)

In re:	)
GOURD MANAGEMENT, LLC,	) Chapter 11
Debtor.	)
Tax I.D. No. N/A	) Case No. 24-90118 (MI)
In re:	)
HBAQ HOLDINGS, LLC,	)
Debtor.	) Chapter 11
Tax I.D. No. 88-0618801	) Case No. 24-90122 (MI)
In re:	)
HBAQ HOLDINGS, LP,	)
Debtor.	) Chapter 11
Tax I.D. No. 88-0706725	) Case No. 24-90125 (MI)
In re:	)
HMS AMERICAN QUEEN STEAMBOAT COMPANY, LLC,	)
Debtor.	) Chapter 11
Tax I.D. No. 80-0727887	) Case No. 24-90131 (MI)
In re:	)
HMS FERRIES, INC.,	)
Debtor.	) Chapter 11
Tax I.D. No. 36-4691740	) Case No. 24-90141 (MI)

In re:	)	)
	)	Chapter 11
HMS FERRIES – PUERTO RICO, LLC,	)	)
	)	Case No. 24-90136 (MI)
Debtor.	)	)
	)	)
<u>Tax I.D. No. 66-0933950</u>	)	)
	)	)
In re:	)	Chapter 11
	)	)
HMS GLOBAL MARITIME, INC.,	)	Case No. 24-90144 (MI)
	)	)
Debtor.	)	)
	)	)
<u>Tax I.D. No. 94-3014623</u>	)	)
	)	)
In re:	)	Chapter 11
	)	)
HMS GLOBAL MARITIME, LLC,	)	Case No. 24-90101 (MI)
	)	)
Debtor.	)	)
	)	)
<u>Tax I.D. No. 82-5130520</u>	)	)
	)	)
In re:	)	Chapter 11
	)	)
HMS VESSEL HOLDINGS, LLC,	)	Case No. 24-90106 (MI)
	)	)
Debtor.	)	)
	)	)
<u>Tax I.D. No. 87-4334828</u>	)	)
	)	)
In re:	)	Chapter 11
	)	)
HMS-ALABAMA. INC.,	)	Case No. 24-90115 (MI)
	)	)
Debtor.	)	)
	)	)
<u>Tax I.D. No. 06-1747255</u>	)	)

In re:	)	) Chapter 11
HMS-OKLAHOMA, INC.,	)	) Case No. 24-90120 (MI)
Debtor.	)	)
<u>Tax I.D. No. 26-1091456</u>	)	)
)	)	)
In re:	)	) Chapter 11
HMS-WESTPAC, INC.,	)	) Case No. 24-90130 (MI)
Debtor.	)	)
<u>Tax I.D. No. 35-2190944</u>	)	)
)	)	)
In re:	)	) Chapter 11
HNY FERRY, LLC,	)	) Case No. 24-90146 (MI)
Debtor.	)	)
<u>Tax I.D. No. 81-1390945</u>	)	)
)	)	)
In re:	)	) Chapter 11
HNY FERRY II, LLC,	)	) Case No. 24-90142 (MI)
Debtor.	)	)
<u>Tax I.D. No. 92-1252771</u>	)	)
)	)	)
In re:	)	) Chapter 11
HNY FERRY FLEET, LLC,	)	) Case No. 24-90134 (MI)
Debtor.	)	)
<u>Tax I.D. No. 81-1423025</u>	)	)

In re:	)	) Chapter 11
HORNBLOWER CABLE CARS, INC.,	)	) Case No. 24-90151 (MI)
Debtor.	)	)
<u>Tax I.D. No. 47-5160136</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER CANADA CO.,	)	) Case No. 24-90068
Debtor.	)	)
<u>Tax I.D. No. 85107 4716 RT0001</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER CANADA ENTERTAINMENT LTD.,	)	) Case No. 24-90071 (MI)
Debtor.	)	)
<u>Tax I.D. No. 888886775</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER CANADIAN HOLDINGS, INC.,	)	) Case No. 24-90078 (MI)
Debtor.	)	)
<u>Tax I.D. No. 47-4578943</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER CONSULTING, LLC,	)	) Case No. 24-90155 (MI)
Debtor.	)	)
<u>Tax I.D. No. 80-0512156</u>	)	)

In re:	)	) Chapter 11
HORNBLOWER CRUISE HOLDINGS, LLC,	)	) Case No. 24-90154 (MI)
Debtor.	)	)
<u>Tax I.D. No. 83-4015899</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER CRUISES AND EVENTS, INC.,	)	) Case No. 24-90087 (MI)
Debtor.	)	)
<u>Tax I.D. No. 20-4116386</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER CRUISES AND EVENTS, LLC,	)	) Case No. 24-90149 (MI)
Debtor.	)	)
<u>Tax I.D. No. 54-1547338</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER CRUISES AND EVENTS CANADA LTD.,	)	) Case No. 24-90092 (MI)
Debtor.	)	)
<u>Tax I.D. No. 106568447</u>	)	)
	)	)
In re:	)	) Chapter 11
HORNBLOWER DEVELOPMENT, LLC,	)	) Case No. 24-90076 (MI)
Debtor.	)	)
<u>Tax I.D. No. 94-3020872</u>	)	)

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In re: )  
HORNBLOWER ENERGY, LLC, ) Chapter 11  
Debtor. )  
Tax I.D. No. 84-2916957 )  
In re: )  
HORNBLOWER FACILITY OPERATIONS, LLC, ) Case No. 24-90097 (MI)  
Debtor. )  
Tax I.D. No. 83-4027926 )  
In re: ) Chapter 11  
HORNBLOWER FERRY HOLDINGS, LLC, ) Case No. 24-90117 (MI)  
Debtor. )  
Tax I.D. No. 81-1405174 )  
In re: ) Chapter 11  
HORNBLOWER FERRY HOLDINGS II, LLC, ) Case No. 24-90107 (MI)  
Debtor. )  
Tax I.D. No. 88-4380953 )  
In re: ) Chapter 11  
HORNBLOWER FLEET, LLC, ) Case No. 24-90127 (MI)  
Debtor. )  
Tax I.D. No. 94-3315891 )

In re: )  
HORNBLOWER FREEDOM, LLC, ) Chapter 11  
Debtor. )  
Tax I.D. No. 85-2464677 )  
In re: ) Chapter 11  
HORNBLOWER GROUP, INC., ) Case No. 24-90067 (MI)  
Debtor. )  
Tax I.D. No. 94-3460564 )  
In re: ) Chapter 11  
HORNBLOWER GROUP, LLC, ) Case No. 24-90157 (MI)  
Debtor. )  
Tax I.D. No. 37-1876686 )  
In re: ) Chapter 11  
HORNBLOWER GROUP HOLDCO, LLC, ) Case No. 24-90147 (MI)  
Debtor. )  
Tax I.D. No. 93-3720190 )  
In re: ) Chapter 11  
HORNBLOWER HOLDCO, LLC, ) Case No. 24-90160 (MI)  
Debtor. )  
Tax I.D. No. 83-3948744 )

In re: )  
HORNBLOWER HOLDINGS LP, ) Chapter 11  
Debtor. )  
Tax I.D. No. 82-5259345 )  
In re: ) Chapter 11  
HORNBLOWER HOSPITALITY SERVICES, LLC, ) Case No. 24-90163 (MI)  
Debtor. )  
Tax I.D. No. 94-3387386 )  
In re: ) Chapter 11  
HORNBLOWER INDIA HOLDINGS, LLC, ) Case No. 24-90161 (MI)  
Debtor. )  
Tax I.D. No. 88-2057710 )  
In re: ) Chapter 11  
HORNBLOWER METRO FERRY, LLC, ) Case No. 24-90159 (MI)  
Debtor. )  
Tax I.D. No. 84-3299990 )  
In re: ) Chapter 11  
HORNBLOWER METRO FLEET, LLC, ) Case No. 24-90158 (MI)  
Debtor. )  
Tax I.D. No. 81-3756765 )

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In re: )  
HORNBLOWER METRO HOLDINGS, LLC, ) Chapter 11  
Debtor. )  
Tax I.D. No. 83-4015732 )  
In re: ) Case No. 24-90156 (MI)  
HORNBLOWER MUNICIPAL OPERATIONS, LLC, )  
Debtor. )  
Tax I.D. No. 85-2085487 )  
In re: ) Chapter 11  
HORNBLOWER NEW YORK, LLC, ) Case No. 24-90074 (MI)  
Debtor. )  
Tax I.D. No. 74-3257615 )  
In re: ) Chapter 11  
HORNBLOWER SHIPYARD, LLC, ) Case No. 24-90079 (MI)  
Debtor. )  
Tax I.D. No. 86-3882447 )  
In re: ) Chapter 11  
HORNBLOWER SUB, LLC, ) Case No. 24-90084 (MI)  
Debtor. )  
Tax I.D. No. 83-3949319 )

In re:	)
	) Chapter 11
	)
HORNBLOWER UK HOLDINGS LTD.,	) Case No. 24-90091 (MI)
	)
Debtor.	)
	)
Tax I.D. No. 888886779	)
	)
	)
In re:	) Chapter 11
	)
HORNBLOWER YACHTS, LLC,	) Case No. 24-90096 (MI)
	)
Debtor.	)
	)
Tax I.D. No. 94-2699024	)
	)
	)
In re:	) Chapter 11
	)
JJ AUDUBON, LLC,	) Case No. 24-90102 (MI)
	)
Debtor.	)
	)
Tax I.D. No. 77-0704027	)
	)
	)
In re:	) Chapter 11
	)
JOURNEY BEYOND HOLDINGS, LLC,	) Case No. 24-90110 (MI)
	)
Debtor.	)
	)
Tax I.D. No. 92-0817363	)
	)
	)
In re:	) Chapter 11
	)
LIBERTY CRUISES, LLC,	) Case No. 24-90114 (MI)
	)
Debtor.	)
	)
Tax I.D. No. 46-4934502	)

In re:	)	) Chapter 11
LIBERTY FLEET, LLC,	)	) Case No. 24-90121 (MI)
Debtor.	)	)
<u>Tax I.D. No. 90-0424934</u>	)	)
)	)	)
In re:	)	) Chapter 11
LIBERTY HOSPITALITY, LLC,	)	) Case No. 24-90128 (MI)
Debtor.	)	)
<u>Tax I.D. No. 11-3842084</u>	)	)
)	)	)
In re:	)	) Chapter 11
LIBERTY LANDING FERRIES, LLC,	)	) Case No. 24-90133 (MI)
Debtor.	)	)
<u>Tax I.D. No. 80-0316818</u>	)	)
)	)	)
In re:	)	) Chapter 11
LYMAN PARTNERS, LLC,	)	) Case No. 24-90139 (MI)
Debtor.	)	)
<u>Tax I.D. No. N/A</u>	)	)
)	)	)
In re:	)	) Chapter 11
MADISON UNION, LLC,	)	) Case No. 24-90143 (MI)
Debtor.	)	)
<u>Tax I.D. No. N/A</u>	)	)

In re:	)	) Chapter 11
MISSION BAY WATER TRANSIT, LLC,	)	) Case No. 24-90153 (MI)
Debtor.	)	)
<u>Tax I.D. No. 84-2955299</u>	)	)
	)	)
In re:	)	) Chapter 11
MISSION BAY WATER TRANSIT FLEET, LLC,	)	) Case No. 24-90148 (MI)
Debtor.	)	)
<u>Tax I.D. No. 84-2933746</u>	)	)
	)	)
In re:	)	) Chapter 11
ORANE PARTNERS, LLC,	)	) Case No. 24-90150 (MI)
Debtor.	)	)
<u>Tax I.D. No. N/A</u>	)	)
	)	)
In re:	)	) Chapter 11
SAN FRANCISCO PIER 33, LLC,	)	) Case No. 24-90065 (MI)
Debtor.	)	)
<u>Tax I.D. No. 20-0286965</u>	)	)
	)	)
In re:	)	) Chapter 11
SEA OPERATING COMPANY, LLC,	)	) Case No. 24-90070 (MI)
Debtor.	)	)
<u>Tax I.D. No. 85-2860375</u>	)	)

In re: )  
SEAWARD SERVICES, INC., ) Chapter 11  
Debtor. )  
Tax I.D. No. 59-2116483 )  
In re: )  
STATUE CRUISES, LLC, ) Case No. 24-90077 (MI)  
Debtor. )  
Tax I.D. No. 20-8877253 )  
In re: ) Chapter 11  
STATUE OF LIBERTY IV, LLC, ) Case No. 24-90083 (MI)  
Debtor. )  
Tax I.D. No. 80-0159239 )  
In re: ) Chapter 11  
STATUE OF LIBERTY V, LLC, ) Case No. 24-90090 (MI)  
Debtor. )  
Tax I.D. No. 80-0159254 )  
In re: ) Chapter 11  
STATUE OF LIBERTY VI, LLC, ) Case No. 24-90093 (MI)  
Debtor. )  
Tax I.D. No. 80-0174121 )

In re:	)	) Chapter 11
TCB CONSULTING, LLC,	)	) Case No. 24-90098 (MI)
Debtor.	)	)
Tax I.D. No. 30-1289523	)	)
	)	)
In re:	)	) Chapter 11
VENTURE ASHORE, LLC,	)	) Case No. 24-90103 (MI)
Debtor.	)	)
Tax I.D. No. 87-3958788	)	)
	)	)
In re:	)	) Chapter 11
VICTORY HOLDINGS I, LLC,	)	) Case No. 24-90111 (MI)
Debtor.	)	)
Tax I.D. No. 83-2689764	)	)
	)	)
In re:	)	) Chapter 11
VICTORY HOLDINGS II, LLC,	)	) Case No. 24-90116 (MI)
Debtor.	)	)
Tax I.D. No. 83-2694425	)	)
	)	)
In re:	)	) Chapter 11
VICTORY OPERATING COMPANY, LLC,	)	) Case No. 24-90123 (MI)
Debtor.	)	)
Tax I.D. No. 83-2709424	)	)

In re:	)
WALKS, LLC (DEL.),	) Chapter 11
Debtor.	)
Tax I.D. No. 90-1035862	) Case No. 24-90135 (MI)
In re:	)
WALKS, LLC (TEX.),	)
Debtor.	) Chapter 11
Tax I.D. No. 45-5412921	) Case No. 24-90060 (MI)
In re:	)
WALKS OF NEW YORK TOURS, LLC,	) Chapter 11
Debtor.	) Case No. 24-90129 (MI)
Tax I.D. No. 46-5190969	)
In re:	)
YARDARM CLUB (THE) LTD.,	) Chapter 11
Debtor.	) Case No. 24-90145 (MI)
Tax I.D. No. 46-5190969	)
In re:	)
YORK RIVER BOAT CRUISES LIMITED	) Chapter 11
Debtor.	) Case No. 24-90152 (MI)
Tax I.D. No. 888886780	) (Emergency Hearing Requested)

**DEBTORS' EMERGENCY MOTION FOR ENTRY  
OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF  
RELATED CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

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Emergency relief has been requested. Relief is requested not later than 5:00 p.m. (prevailing Central Time) on February 21, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on February 21, 2024, at 5:00 p.m. (prevailing Central Time) in Courtroom 404, 4<sup>th</sup> Floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Isgur's conference room number is 954554. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Isgur's homepage. The meeting code is "judgeisgur". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Isgur's homepage. Select the case name, complete the required fields, and click "Submit" to complete your appearance.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state as follows in support of this motion:

**Relief Requested**

1. The Debtors seek entry of an order, substantially in the form attached hereto (the "Order"), (a) authorizing the Debtors to jointly administer their chapter 11 cases for procedural purposes only and (b) granting related relief. The Debtors request that the United States Bankruptcy Court for the Southern District of Texas (the "Court") maintain one file and one docket for all of the jointly administered cases under the case of Hornblower Holdings LLC, and that the cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)
	)
	Chapter 11
HORNBLOWER HOLDINGS LLC, <i>et al.</i> <sup>1</sup>	)
	)
	Case No. 24-90061 (MI)
	)
Debtors.	)
	(Jointly Administered)
	)

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2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”). The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors, other than Hornblower Holdings LLC, to reflect the joint administration of these chapter 11 cases: Case No. 24-90061 (MI).

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: Hornblower Holdings LLC, *et al.* Case No. 24-90061 (MI). **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 24-90061 (MI). The docket in Case No. 24-90061 (MI) should be consulted for all matters affecting this case.**

**Jurisdiction and Venue**

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern*

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<sup>1</sup> The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

*District of Texas*, dated May 24, 2012 (the “Amended Standing Order”). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court in connection with this Motion.

4. Venue is proper pursuant to 28 U.S.C. § 1408.

5. The statutory bases for the relief requested herein are sections 342 and 101(2) of the Bankruptcy Code, rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

### **Background**

6. On the date hereof, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated.

7. A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Jonathan Hickman, in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed substantially contemporaneously herewith and incorporated herein by reference.<sup>2</sup>

### **Basis for Relief**

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may

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<sup>2</sup> Capitalized terms used but not defined in this motion have the meanings ascribed to them in the First Day Declaration.

order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors that commenced these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. *See* 11 U.S.C. § 101(2). Bankruptcy Local Rule 1015-1 provides for the joint administration of related chapter 11 cases.

9. In addition, section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a). Accordingly, the Bankruptcy Rules, the Bankruptcy Code, and the Bankruptcy Local Rules authorize the Court to grant the relief requested herein.

10. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each of the Debtors. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the Office of the United States Trustee for the Southern District of Texas and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

11. Bankruptcy Rule 2002(n) provides that notices under Bankruptcy Rule 2002 shall include certain information, including, without limitation, the tax identification number of each Debtor and any other names used by the Debtor in the previous eight years. Fed. R. Bankr. P. 2002(n). All pleadings filed and each notice mailed by the Debtors will include a footnote notifying parties in interest of the address of the Debtors’ headquarters and that a listing of all the Debtors and the last four digits of their tax identification numbers are publicly available on a website to be maintained by Omni Agent Solutions, Inc. (the “Debtors’ Restructuring Website”).

Moreover, the full tax identification numbers, if applicable, and any other names used by the Debtors in the past eight years will be listed in the petitions for each Debtor, and such petitions are publicly available to all parties in interest, including on the Debtors' Restructuring Website. Therefore, the Debtors submit that the policies behind the requirements of Bankruptcy Rule 2002(n) have been satisfied.

12. To the extent not satisfied or deemed satisfied, waiver of the requirements imposed by section 342(c)(1) of the Bankruptcy Code or Bankruptcy Rule 2002(n) is warranted. Including the Debtors' tax identification numbers and other identifying information on each notice and pleading would be unduly cumbersome, and may be confusing to parties in interest. More importantly, waiver of such requirement is purely procedural in nature and will not affect the rights of parties in interest.

13. Further, Bankruptcy Local Rule 1015-1 details the information a debtor must include in its request for joint administration. A motion and proposed order for joint administration must "itemize the requested relief," "be in the form published on the court's website," and "be made to the judge with the lowest case number." This motion and the Order satisfy these requirements. To the extent that this motion or the Order are deemed not to comply with such rule, the Debtors request a limited waiver.

14. For the reasons set forth above, the Debtors respectfully submit that the relief requested herein is in the best interests of the Debtors, their estates, their creditors, and other parties in interest and, therefore, should be granted.

#### **Emergency Consideration**

15. Pursuant to Bankruptcy Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this motion. As set forth above and in the First Day Declaration, the Debtors believe an immediate and orderly transition into chapter 11 is critical to their ability to

reorganize successfully, and that the immediate entry of an order providing for the joint administration of these chapter 11 cases will maximize efficiency and minimize confusion in these cases. Any delay in granting the relief requested would have the opposite effect and could cause immediate and irreparable harm. Accordingly, the Debtors respectfully request that the Court grant the requested relief on an emergency basis.

**Notice**

16. The Debtors will provide notice of this motion to the following parties or their respective counsel: (a) the Office of the U.S. Trustee for the Southern District of Texas; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Ad Hoc Group, Milbank LLP, 55 Hudson Yards, New York, NY 10001; (d) counsel to Crestview, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017; (e) counsel to the Senior DIP Lenders, White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020; (f) counsel to Alter Domus (US) LLC, as agent under the Superpriority Credit Agreement, Norton Rose Fulbright US LLP, 1301 6th Avenue, New York, NY 10019; (g) counsel to GLAS Trust Company LLC, as agent under the Senior DIP Facility, Seward & Kissel LLP, One Battery Park Plaza, New York, NY 10004; (h) counsel to GLAS Trust Company LLC, as agent under the Junior DIP Facility and under the First Lien Credit Agreement, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, NY 10019; (i) counsel to UBS AG, Stamford Branch, as agent under the Revolving Credit Agreement, Cahill Gordon & Reindel LLP, 32 Old Slip, New York, NY 10005; (j) the United States Attorney's Office for the Southern District of Texas; (k) the Internal Revenue Service; (l) the United States Securities and Exchange Commission; (m) the state attorneys general for states in which the Debtors conduct business; (n) other regulatory agencies having a regulatory or statutory interest in these cases; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002.

17. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

18. A copy of this motion is available on (a) the Court's website, at [www.txs.uscourts.gov](http://www.txs.uscourts.gov), and (b) the website maintained by the Debtors' proposed claims and noticing agent, Omni Agent Solutions, Inc., at <https://omniagentsolutions.com/Hornblower>.

*[Remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request that the Court enter the Order granting the relief requested herein and such other and further relief as the Court may deem appropriate under the circumstances.

February 21, 2024

Respectfully submitted,

By: /s/ John F. Higgins

**PORTER HEDGES LLP**

John F. Higgins (TX Bar No. 09597500)

M. Shane Johnson (TX Bar No. 24083263)

Megan Young-John (TX Bar No. 24088700)

1000 Main St., 36<sup>th</sup> Floor

Houston, Texas 77002

Telephone: (713) 226-6000

Facsimile: (713) 226-6248

[jhiggins@porterhedges.com](mailto:jhiggins@porterhedges.com)

[sjohnson@porterhedges.com](mailto:sjohnson@porterhedges.com)

[myoung-john@porterhedges.com](mailto:myoung-john@porterhedges.com)

- and -

**PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP**

Paul M. Basta (pending *pro hac vice*)

Jacob A. Adlerstein (pending *pro hac vice*)

Kyle J. Kimpler (pending *pro hac vice*)

Sarah Harnett (pending *pro hac vice*)

Neda Davanipour (pending *pro hac vice*)

1285 Avenue of the Americas

New York, New York 10019

Telephone: (212) 373-3000

Facsimile: (212) 757-3990

[pbasta@paulweiss.com](mailto:pbasta@paulweiss.com)

[jadlerstein@paulweiss.com](mailto:jadlerstein@paulweiss.com)

[kkimpler@paulweiss.com](mailto:kkimpler@paulweiss.com)

[sharnett@paulweiss.com](mailto:sharnett@paulweiss.com)

[ndavanipour@paulweiss.com](mailto:ndavanipour@paulweiss.com)

*Proposed Counsel to the Debtors and  
the Debtors in Possession*

**Certificate of Accuracy**

I certify that the facts and circumstances described in the above pleading giving rise to the emergency request for relief are true and correct to the best of my knowledge, information, and belief. This statement is made pursuant to Bankruptcy Local Rule 9013-1(i).

*/s/ Jonathan Hickman*  
Jonathan Hickman

**Certificate of Service**

I certify that on February 21, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ John F. Higgins*  
John F. Higgins